

# **EXHIBIT**

# **A**

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, et al.	)	Chapter 11
	)	
Debtors	)	Jointly Administered
	)	

**ORDER DENYING ALLY FINANCIAL INC'S MOTION FOR ORDER  
ENFORCING THE COURT'S ORDER GRANTING DEBTORS'  
MOTION FOR AN ORDER UNDER BANKRUPTCY CODE SECTIONS  
105(A) AND 363(B) AUTHORIZING THE DEBTORS TO ENTER INTO  
A PLAN SUPPORT AGREEMENT WITH ALLY FINANCIAL INC.,  
THE CREDITORS' COMMITTEE AND CERTAIN CONSENTING CLAIMANTS**

Upon consideration of Ally Financial, Inc.'s Motion for Order Enforcing the Court's Order Granting Debtors' Motion for an Order under Bankruptcy Code Sections 105(A) and 363(B) Authorizing the Debtors to Enter into a Plan Support Agreement with Ally Financial Inc., The Creditors' Committee and Certain Consenting Claimants and Philip Roger Flinn, II's Objection to the Motion, and it appearing to the Court that this Court has no jurisdiction to consider the Motion pursuant to 28 U.S.C. §§157 and 1334; and it appearing that this proceeding is not a core proceeding pursuant to 28 U.S.C. §157(b); and sufficient notice of the Motion having been given; and it

appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is DENIED for the reasons set forth on the record at the hearing on the Motion.

In the alternative,

2. The Court will make findings of fact and conclusions of law in accordance with Section 157, and file same with the Federal District Court, Eastern District of Texas, Sherman Division, in Cause No. 4:12-CV-00600, including the finding that Philip Roger Flinn, II was released by Ally Financial, Inc. as a Released Party, under the original Agreement, the PSA and the Plan.

3. Ally Financial, Inc. is ENJOINED from prosecuting its claims against Philip Roger Flinn, II, in the Federal District Court, Eastern District of Texas, Sherman Division in Cause No. 4:12-CV-00600.

4. Ally Financial, Inc. is ORDERED to dismiss its claims with prejudice in the Federal District Court, Eastern District of Texas, Sherman Division, in Cause No. 4:12-CV-00600, no later than fourteen (14) days from the date of the Court's Order. If Ally Financial, Inc. fails to do so, Philip Roger Flinn, II may file a motion seeking to hold Ally Financial, Inc. in contempt.

5. This Court shall defer and refer to the Federal District Court, Eastern District of Texas, Sherman Division, in Cause No. 4:12-CV-00600, the determination of the damages and

costs, including reasonable attorneys fees to be awarded to Philip Roger Flinn, II based upon this Court's findings of fact and conclusions of law.

6. Philip Roger Flinn, II is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

7. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. This Court shall retain jurisdiction with respect to all matters arising or related to the implementation of this Order.

Dated: \_\_\_\_\_  
New York, New York

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THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE